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Debtors and Debtors-in-Possession,
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**Hearing Date: 4/2/2008
at 10:00 a.m.**

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 05-44481 [RDD]
DELPHI CORPORATION, et al., :
: Debtors. : (Jointly Administered)
: -----X

**NOTICE OF PRESENTMENT OF AMENDED AND RESTATED JOINT
STIPULATION AND AGREED ORDER COMPROMISING AND ESTIMATING
PROOF OF CLAIM NUMBERS 1373, 1374, 1375, 1376, 1377, 1378, 1379, 1380, 1381,
1382, 1383, 1384, 1385, 1386 AND 1387 (AMERICAN INTERNATIONAL GROUP, INC.)**

PLEASE TAKE NOTICE that on June 15, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proofs of claim numbers 1373, 1374, 1375, 1376, 1377, 1378, 1379, 1380, 1381, 1382, 1383, 1384, 1385, 1386 and 1387 (the "Claims") filed by American International Group, Inc. ("Claimant") against Delphi Automotive Systems LLC pursuant to the Debtors' Sixteenth Omnibus Claims Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate or Amended Claims And (B) Protective Claims (Docket No. 8271) (the "Objection")

PLEASE TAKE FURTHER NOTICE that the Debtors and the Claimant agreed to settle the Objection with respect to the Claims and, pursuant to the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414), executed a (i) Settlement Agreement and (ii) Joint Stipulation And Agreed Order Compromising and Estimating Proofs of Claim Numbers, 1374, 1375, 1376, 1377, 1378, 1379, 1380, 1381, 1382, 1383, 1384, 1385, 1386 and 1387 (the "Initial Stipulation").

PLEASE TAKE FURTHER NOTICE that, on January 14, 2008, the Court entered the Initial Stipulation.

PLEASE TAKE FURTHER NOTICE that, the Initial Stipulation inadvertently omitted proof of claim 1373.

PLEASE TAKE FURTHER NOTICE that, the Debtors and Claimant agree that the Initial Stipulation should be amended and restated in its entirety by the Amended Stipulation.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Amended Stipulation, the Debtors and the Claimant have agreed to, compromise and estimate the Proofs of Claim Numbers 1373, 1374, 1375, 1376, 1377, 1378, 1379, 1380, 1381, 1382, 1383, 1384, 1385, 1386 and 1387 at \$0.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Amended Stipulation for consideration at the hearing scheduled April 2, 2008, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York.

Dated: New York, New York
March 27, 2008

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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